

**OSTER RESEARCHING SERVICES**

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February 24, 2012

RECORDATION NO. 30106 FILED

FEB 24 '12 -11 19 AM

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

**Memorandum of Schedule #3 to Master  
Railcar Lease Agreement dated 5/13/11**

**Lessor:** Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

**Lessee:** Halliburton Energy Services, Inc.  
1700 S. Highway 81  
Duncan, OK 73534

**Equipment:** 99, Railcars  
HWCX 300020-300147

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

( RECORDATION NO. 30106 FILED )

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**SURFACE TRANSPORTATION BOARD**

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF SCHEDULE #3 TO  
MASTER RAILCAR LEASE AGREEMENT**

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between

**MIDWEST RAILCAR CORPORATION**

as Lessor

and

**HALLIBURTON ENERGY SERVICES, INC.**

as Lessee

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**MEMORANDUM OF SCHEDULE #3 TO MASTER RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #3 TO MASTER RAILCAR LEASE AGREEMENT is effective as of May 13, 2011 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and HALLIBURTON ENERGY SERVICES, INC., a Delaware Corporation ("Lessee"), with reference to the following:

- i. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #3 dated May 13, 2011 to the Master Railcar Lease Agreement dated November 30, 2010 between Lessor and Lessee (the "Lease").

~~2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #3.~~

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 to Master Railcar Lease Agreement to be executed as of the date first above written.

**MIDWEST RAILCAR CORPORATION**  
Lessor

By:

Printed

**Name:** Richard M. Murphy

**Title:** President & CEO

Date: 5/31/11

**HALLIBURTON ENERGY SERVICES, INC.**  
Lessee

By:

Printed

**Name:** Marc Edwards

**Title: Sr. Vice President**

**Date:** May 20, 2011

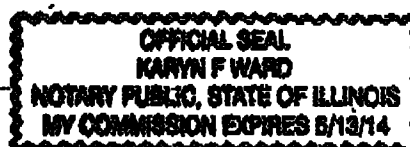
STATE OF Illinois, COUNTY OF MADISON, TO WIT:

On this 31<sup>st</sup> day of MAY, 2011 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on MAY 31, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

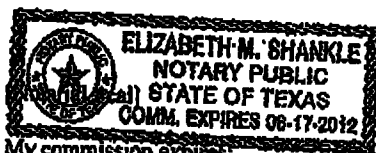
Notary Public

My commission expires: 5/13/14



STATE OF Texas, COUNTY OF Harris, TO WIT:

On this 20 day of May, 2011 before me appeared, Mase Edwards, to me personally known, who being by me duly sworn, says that he is a Sr. Vice President, of HALLIBURTON ENERGY SERVICES, INC., a Delaware Corporation, that said instrument was signed and sealed on May 20, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Notary Public

**EXHIBIT A****DESCRIPTION OF RAILCARS**

Ninety-Nine (99) railcars with the following reporting marks and numbers:

HWCX300020	HWCX300081	HWCX300115
HWCX300021	HWCX300082	HWCX300116
HWCX300048	HWCX300083	HWCX300117
HWCX300049	HWCX300084	HWCX300118
HWCX300050	HWCX300086	HWCX300119
HWCX300051	HWCX300087	HWCX300120
HWCX300052	HWCX300088	HWCX300121
HWCX300053	HWCX300089	HWCX300122
HWCX300054	HWCX300090	HWCX300123
HWCX300055	HWCX300091	HWCX300124
HWCX300056	HWCX300092	HWCX300125
HWCX300058	HWCX300093	HWCX300126
HWCX300059	HWCX300094	HWCX300127
HWCX300060	HWCX300095	HWCX300128
HWCX300061	HWCX300096	HWCX300129
HWCX300062	HWCX300097	HWCX300130
HWCX300063	HWCX300098	HWCX300131
HWCX300064	HWCX300099	HWCX300132
HWCX300065	HWCX300100	HWCX300133
HWCX300066	HWCX300101	HWCX300134
HWCX300067	HWCX300102	HWCX300135
HWCX300068	HWCX300103	HWCX300136
HWCX300069	HWCX300104	HWCX300137
HWCX300070	HWCX300105	HWCX300138
HWCX300071	HWCX300106	HWCX300139
HWCX300072	HWCX300107	HWCX300140
HWCX300073	HWCX300108	HWCX300141
HWCX300074	HWCX300109	HWCX300142
HWCX300075	HWCX300110	HWCX300143
HWCX300076	HWCX300111	HWCX300144
HWCX300077	HWCX300112	HWCX300145
HWCX300079	HWCX300113	HWCX300146
HWCX300080	HWCX300114	HWCX300147